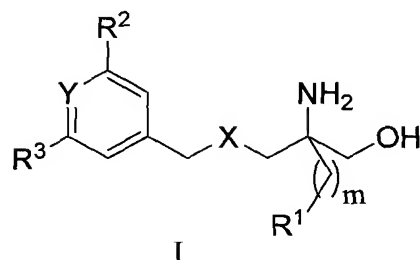


This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (Previously Amended)

A compound of formula (I):



wherein:

X is O or NH;

Y is CH;

R<sup>1</sup> is aryl selected from the group consisting of phenyl and naphthyl,

wherein said aryl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -C<sub>1-6</sub>alkyl,
- (c) -C<sub>2-6</sub> alkenyl,
- (d) -C<sub>2-6</sub> alkynyl,
- (e) -OH,
- (f) -CN, or
- (g) -O-C<sub>1-6</sub>alkyl;

R<sup>2</sup> is selected from the group consisting of:

(1) R<sup>4</sup>-S(O)<sub>2</sub>N(R<sup>7</sup>)-, wherein R<sup>4</sup> is C<sub>1-6</sub>alkyl, wherein said alkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -C<sub>1-6</sub>alkyl,
- (c) -OH,
- (d) -CN, or
- (e) -O-C<sub>1-6</sub>alkyl; and

R<sup>7</sup> is selected from the group consisting of

(a) hydrogen, and

(b) -C<sub>1-6</sub>alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

(i) halo,

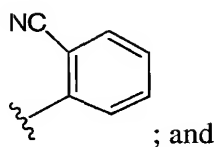
(ii) -C<sub>1-6</sub>alkyl,

(iii) -OH,

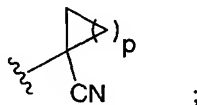
(iv) -CN, or

(v) -O-C<sub>1-6</sub>alkyl;

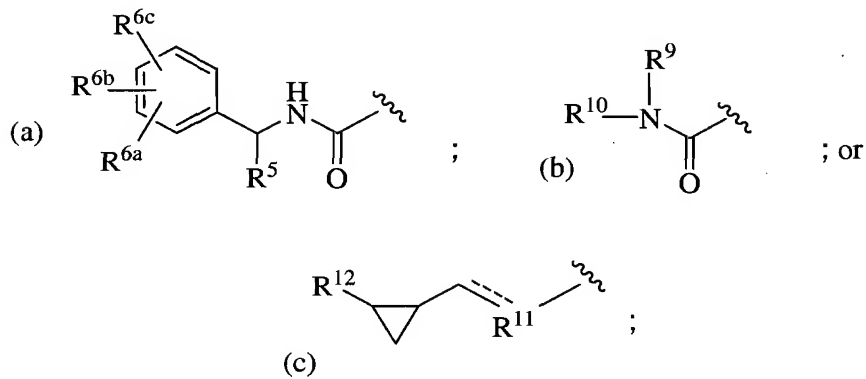
(2)



(3)



R<sup>3</sup> is selected from the group consisting of:



wherein R<sup>5</sup> is C<sub>1-6</sub>alkyl, C<sub>2-6</sub> alkenyl or C<sub>2-6</sub> alkynyl;

R<sup>6a</sup>, R<sup>6b</sup>, and R<sup>6c</sup> are independently selected from the group consisting of:

(1) hydrogen,

(2) halo,

(3) -C<sub>1-6</sub>alkyl,

(4) -C<sub>2-6</sub> alkenyl,

(5) -C<sub>2-6</sub> alkynyl,

- (6) -OH,
- (7) -CN, and
- (8) -O-C<sub>1-6</sub>alkyl;

R<sup>9</sup> and R<sup>10</sup> are independently selected from the group consisting of:

- (1) hydrogen, and
- (2) C<sub>1-6</sub>alkyl,
- (3) -C<sub>2-6</sub> alkenyl, and
- (4) -C<sub>2-6</sub> alkynyl,

or R<sup>9</sup> and R<sup>10</sup> are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring, which is optionally substituted with

- (a) C<sub>1-6</sub>alkyl,
- (b) -C<sub>2-6</sub> alkenyl,
- (c) -C<sub>2-6</sub> alkynyl,
- (d) (CH<sub>2</sub>)<sub>n</sub>-phenyl, and
- (e) (CH<sub>2</sub>)<sub>n</sub>-furanyl;

wherein said alkyl, phenyl and furanyl are unsubstituted or substituted with one or more

- i) halo,
- ii) -C<sub>1-6</sub>alkyl,
- iii) -OH,
- iv) -CN, or
- v) -O-C<sub>1-6</sub>alkyl; and

R<sup>11</sup> is selected from the group consisting of

- (1) -CH-,
- (2) -O-, and
- (3) -NH-,

provided that when R<sup>11</sup> is -CH- the dotted line forms a bond and when R<sup>11</sup> is -O- or -NH- the dotted line is absent;

R<sup>12</sup> is hydrogen, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl or C<sub>2-6</sub> alkynyl;

m is 1 or 2;

n is 0, 1, 2, 3 or 4;

p is 1, 2, 3 or 4;

and pharmaceutically acceptable salts thereof.

2. (Original) The compound of Claim 1, wherein m is 1 and R<sup>1</sup> is phenyl unsubstituted or substituted with one or more chloro or fluoro.

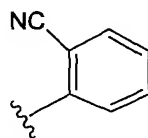
3. (Original) The compound of Claim 1, wherein  $m$  is 2 and  $R^1$  is phenyl unsubstituted or substituted with one or more chloro or fluoro.

4. (Previously canceled)

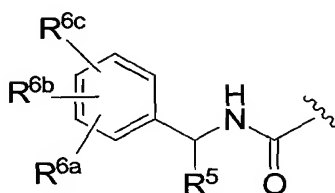
5. (Original) The compound of Claim 1, wherein  $R^2$  is  $(R^4)\text{-S(O)}_2\text{N}(R^7)\text{-}$  and  $R^7$  is  $C_{1-6}$  alkyl.

6. (Original) The compound of Claim 5 wherein  $R^4$  and  $R^7$  are each methyl.

7. (Original) The compound of Claim 1, wherein  $R^2$  is



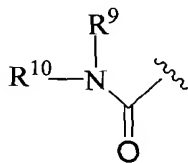
8. (Original) The compound of Claim 1 wherein  $R^3$  is



9. (Original) The compound of Claim 8 wherein  $R^5$  is methyl.

10-11. (Previously Canceled)

12. (Original) The compound of Claim 1 wherein  $R^3$  is

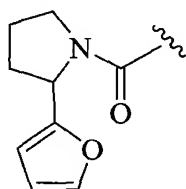


and R<sup>9</sup> and R<sup>10</sup> are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring which is unsubstituted or substituted with

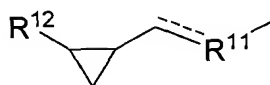
- (a) C<sub>1-6</sub>alkyl,
- (b) (CH<sub>2</sub>)<sub>n</sub>-phenyl, or
- (c) (CH<sub>2</sub>)<sub>n</sub>-furanyl.

13. (Original) The compound of Claim 12 wherein R<sup>9</sup> and R<sup>10</sup> are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring which is substituted with -(CH<sub>2</sub>)<sub>n</sub>-furanyl wherein n is 0.

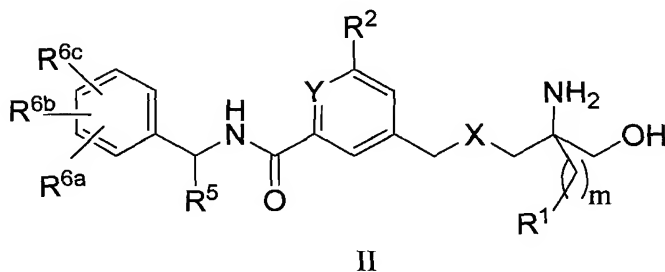
14. (Original) The compound of claim 13, wherein R<sup>3</sup> is



15. (Original) The compound of Claim 1 wherein R<sup>3</sup> is

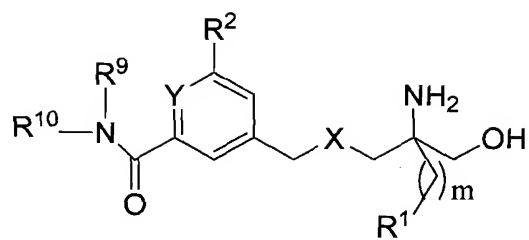


16. (Original) The compound of Claim 1 of formula II:



wherein X, Y, R<sup>1</sup>, R<sup>2</sup>, R<sup>5</sup>, R<sup>6a</sup>, R<sup>6b</sup>, R<sup>6c</sup> and m are as defined in Claim 1.

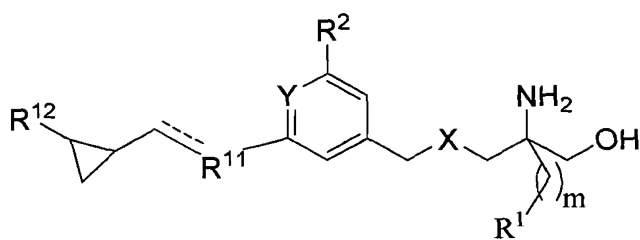
17. (Original) The compound of Claim 1 of formula (III):



III

wherein X, Y, R<sup>1</sup>, R<sup>2</sup>, R<sup>9</sup>, R<sup>10</sup> and m are as defined in Claim 1.

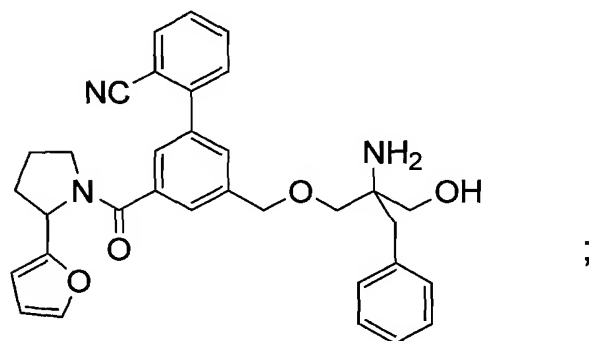
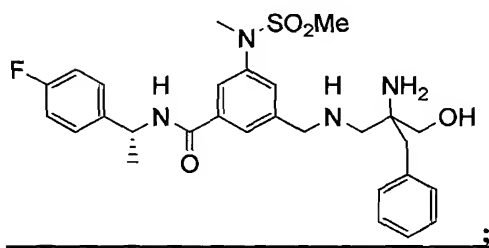
18. (Original) The compound of Claim 1 of formula (IV):

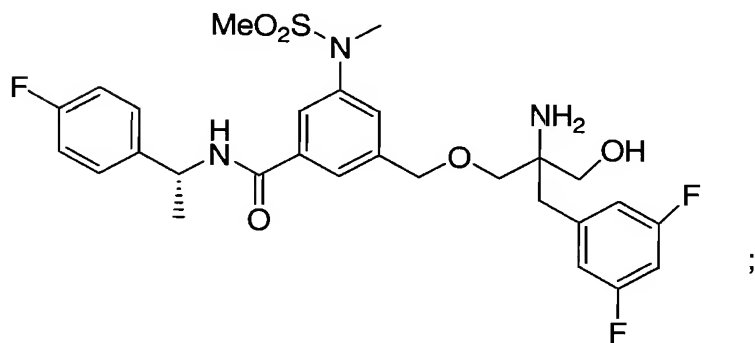
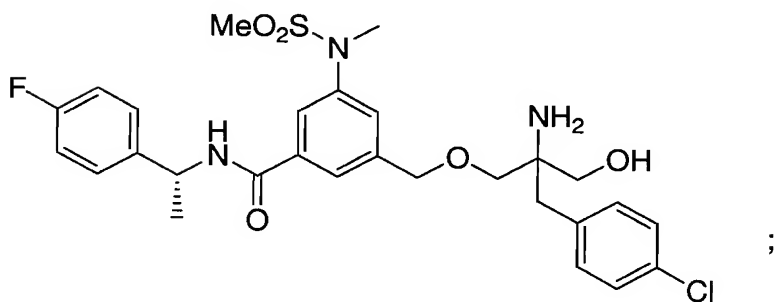
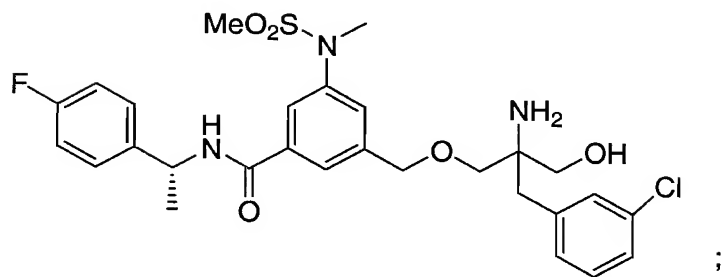
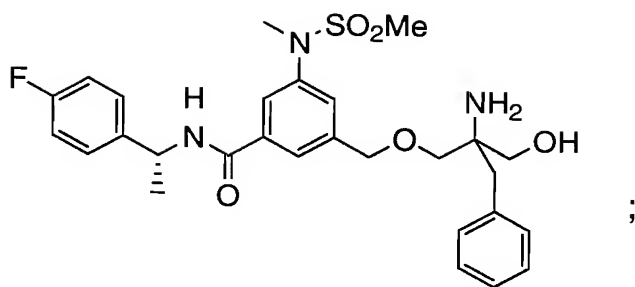


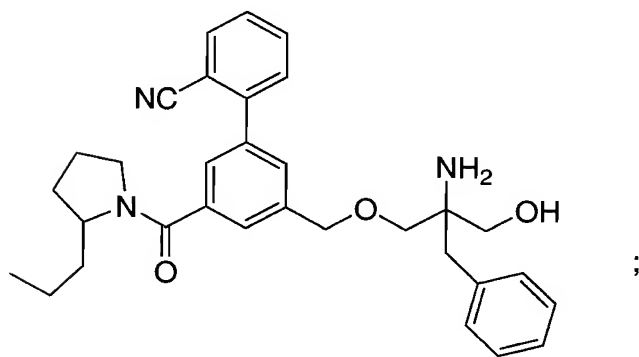
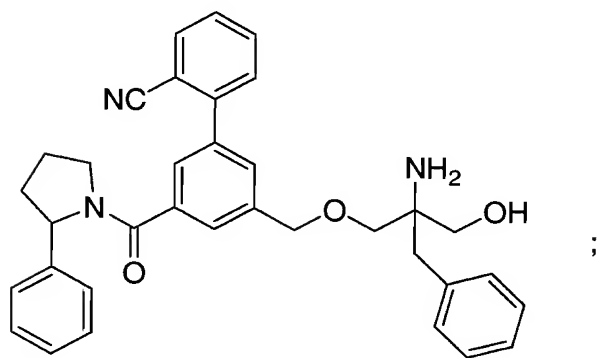
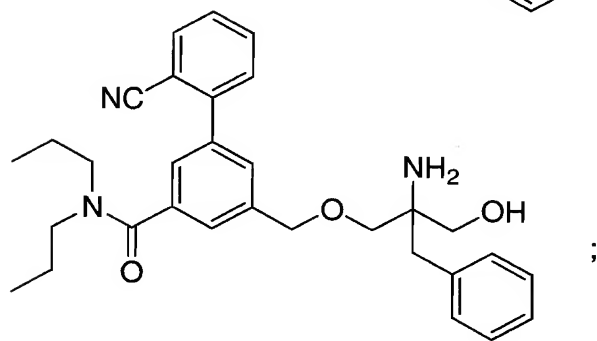
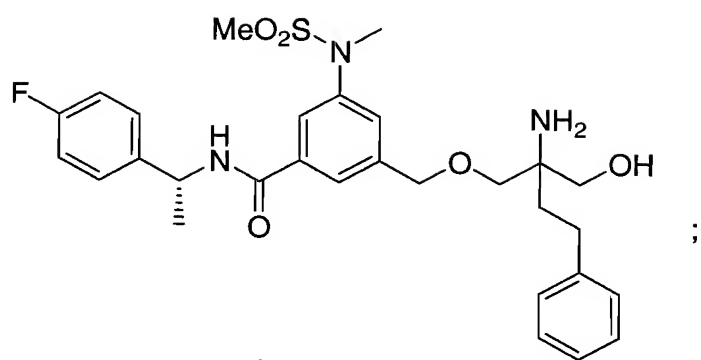
IV

wherein X, Y, R<sup>1</sup>, R<sup>2</sup>, R<sup>11</sup>, R<sup>12</sup> and m are as defined in Claim 1.

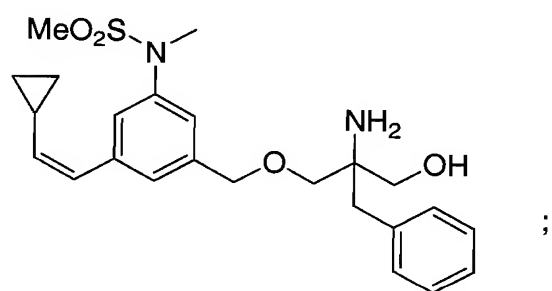
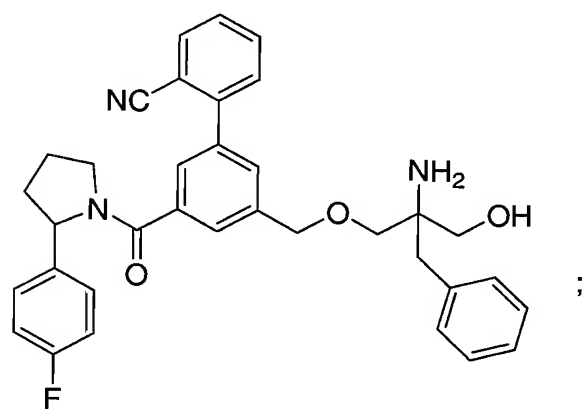
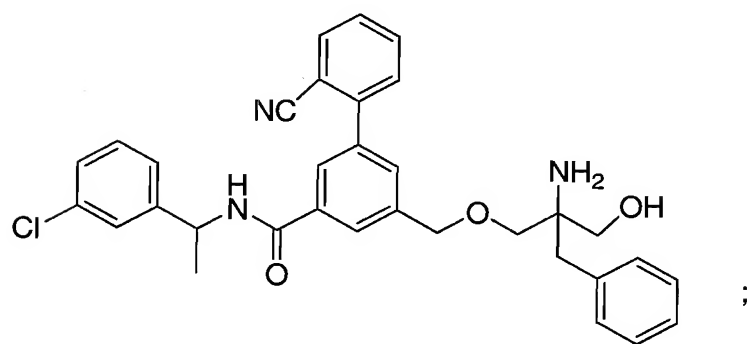
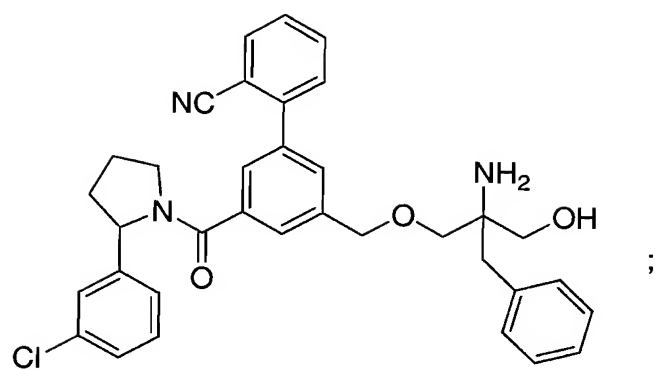
19. (Currently amended) The compound of Claim 1 which is selected from the group consisting of:

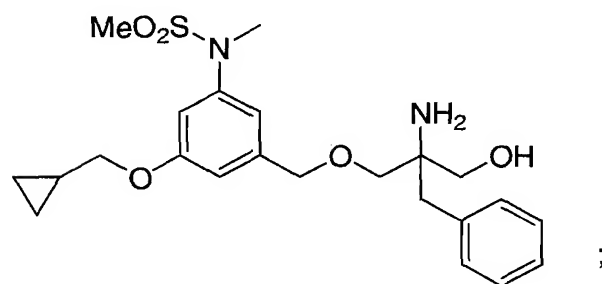
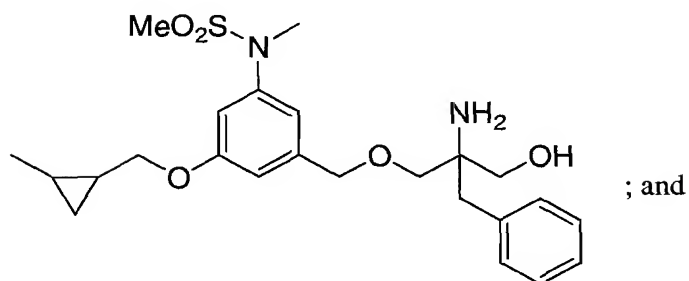
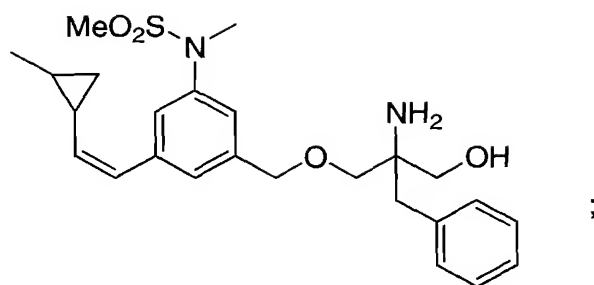












and pharmaceutically acceptable salts thereof.

20. (Previously canceled)

21. (Original) A pharmaceutical composition comprising an effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

22. (Previously Canceled)

23. (Previously Canceled)

24. (Previously canceled)